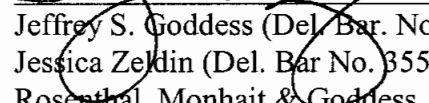


**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE: TRICOR DIRECT PURCHASER)	
ANTITRUST LITIGATION)	Civil Action No. 05-340 KAJ
)	
THIS DOCUMENT RELATES TO:)	Hon. Kent Jordan, U.S.D.J.
ALL CASES)	
C.A. No. 05-340 (Louisiana Wholesale))	
C.A. No. 05-351 (Rochester))	
C.A. No. 05-358 (Meijer, Inc., et al.))	
)	

PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Plaintiffs Louisiana Wholesale Drug Co., Inc., Rochester Drug Co-Operative, Inc., Meijer, Inc. and Meijer Distribution, Inc. hereby move the Court, pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure, for an Order permitting this action to be maintained as a class action proceeding pursuant to Rule 23(b)(3) of the Federal Rules of Civil Procedure. By this motion, Plaintiffs request the Court to certify the action as a class action on behalf of all persons or entities in the United States who purchased TriCor in any form directly from any of the Defendants at any time during the period April 9, 2002 to the present. Excluded from the Class are Defendants (and their officers, directors, management, employees, subsidiaries, and affiliates), and all federal government entities. The grounds for this motion are set forth in the Direct Purchaser Class Plaintiffs' Opening Brief In Support Of Their Motion For Class Certification, filed contemporaneously herewith.



Jeffrey S. Goddess (Del. Bar. No. 630)
Jessica Zeldin (Del. Bar No. 3558)
Rosenthal, Monhait & Goddess, P.A.
Suite 1401, 919 Market Street
P. O. Box 1070
Wilmington, DE 19899-1070
(302) 656-4433
jgoddess@rmgglaw.com
jzeldin@rmgglaw.com
Liaison Counsel for Direct
Purchaser Class

Bruce E. Gerstein
Barry Taus
Adam Steinfeld
GARWIN, GERSTEIN & FISHER, L.L.P.
1501 Broadway, Suite 1416
New York, NY 10036
(212) 398-0055
Lead Counsel for Direct Purchaser
Class Plaintiffs

On the Brief:

Daniel Berger
Eric L. Cramer
Peter R. Kohn
BERGER & MONTAGUE, P.C.
1622 Locust Street
Philadelphia, PA 19103
(215) 875-3000
Counsel for Direct Purchaser Class Plaintiffs

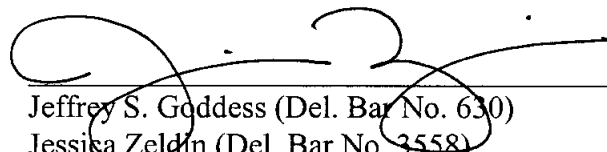
May 8, 2006

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE: TRICOR DIRECT PURCHASER)	
ANTITRUST LITIGATION)	Civil Action No. 05-340 KAJ
)	
THIS DOCUMENT RELATES TO:)	Hon. Kent Jordan, U.S.D.J.
ALL CASES)	
C.A. No. 05-340 (Louisiana Wholesale))	
C.A. No. 05-351 (Rochester))	
C.A. No. 05-358 (Meijer, Inc., et al.))	
)	

STATEMENT PURSUANT TO D. DEL. L.R. 7.1.1

Movants hereby certify that through counsel it has made reasonable efforts to reach agreement with counsel for defendants concerning the subject matter of this motion, without success.


Jeffrey S. Goddess (Del. Bar No. 630)
Jessica Zeldin (Del. Bar No. 3558)
ROSENTHAL, MONHAIT & GODDESS, P.A.
919 Market Street, Suite 1401
P.O. Box 1070
Wilmington, Delaware 19899-1070
(302) 545-4433
jgoddess@rmgglaw.com
jzeldin@rmgglaw.com
Liaison Counsel for the Direct
Purchaser Class

CERTIFICATE OF SERVICE

I hereby certify that on May 8, 2006, I electronically filed PLAINTIFFS' MOTION FOR CLASS CERTIFICATION using CM/ECF, which will send notification of such filing to all registered participants, including:

Josy W. Ingersoll, Esquire
John W. Shaw, Esquire
Karen Keller, Esquire
Young Conaway Stargatt & Taylor
The Brandywine Building
1000 West Street, 17th Floor
P. O. Box 391
Wilmington, DE 19899-0391

Frederick L. Cottrell, III, Esquire
Anne Shea Gaza, Esquire
Richards Layton & Finger
One Rodney Square
920 North King Street
Wilmington, DE 19801

Pamela S. Tikellis, Esquire
Robert J. Kriner, Jr., Esquire
A. Zachary Naylor, Esquire
Chimicles & Tikellis LLP
One Rodney Square
P. O. Box 1035
Wilmington, DE 19899

Elizabeth M. McGeever, Esquire
Prickett Jones Elliott, P.A.
1310 King Street
P. O. Box 1328
Wilmington, DE 19899

Mary B. Graham, Esquire
Morris Nichols Arsht & Tunnell
1201 North Market Street
P. O. Box 1347
Wilmington, DE 19899

Mary B. Matterer, Esquire
Morris James Hitchens & Williams
222 Delaware Avenue
10th Floor
P. O. Box 2306
Wilmington, DE 19899

Jonathan L. Parshall, Esquire
Murphy Spadaro & Landon
1011 Centre Road
Suite 210
Wilmington, DE 19801

Michael I. Silverman, Esquire
Lynn A. Iannone, Esquire
Silverman & McDonald
1010 N. Bancroft Parkway #22
Wilmington, DE 19805

Patrick Francis Morris, Esquire
Morris & Morris
1105 North Market Street
Suite 803
Wilmington, DE 19801

I hereby certify that on May 8, 2006 I sent by electronic mail the foregoing document
to the following non-registered participants:

REPRESENTING DIRECT PURCHASER CLASS
(C.A. No. 05-340):

Bruce E. Gerstein
bgerstein@garwingerstein.com

Barry S. Taus
btaus@garwingerstein.com

Adam M. Steinfeld
asteinfeld@garwingerstein.com

Rimma Neman
rneman@garwingerstein.com

Daniel Berger
danberger@bm.net

Eric L. Cramer
ecramer@bm.net

Peter Kohn
pkohn@bm.net

Neill W. Clark
nclark@bm.net

Linda P. Nussbaum
lnussbaum@cmht.com

Steig D. Olson
solson@cmht.com

David P. Germaine
dgermaine@daarvanek.com

Joseph Vanek
jvanek@daarvanek.com

Stuart Des Roches
stuart@odrlaw.com

Andrew Kelly
akelly@odrlaw.com

Adelaida Ferchmin
aferchmin@odrlaw.com

David P. Smith
dpsmith@psflp.com

Russell A. Chorush
rchorush@hpcllp.com

Michael F. Heim
mheim@hpcllp.com

REPRESENTING WALGREEN, ECKERD,
KROGER, MAXI, CVS, RITE AID
(C.A. No. 05-340):

Elizabeth M. McGeever
emmcgeever@prickett.com

Scott E. Perwin
sperwin@kennynachwalter.com

Joseph T. Lukens
jlukens@hangle.com

REPRESENTING PACIFICARE
(C.A. No. 05-340):

Jonathan L. Parshall
jonp@msllaw.com

William Christopher Carmody
bcarmody@susmangodfrey.com

John Turner
jturner@susmangodfrey.com

Shawn Rabin
srabin@susmangodfrey.com

Justin Nelson
jnelson@susmangodfrey.com

Ken Zylstra
kzylstra@sbclasslaw.com

Lyle Stamps
lstamps@sbclasslaw.com

Steve Connolly
sconnolly@sbclasslaw.com

Casey Murphy
cmurphy@sbclasslaw.com

Mark Sandman
mms@rawlingsandassociates.com

Jeffrey Swann
js5@rawlingsandassociates.com

REPRESENTING IMPAX
LABORATORIES (C.A. No. 03-120)

Mary Matterer
mmatterer@morrisjames.com

John C. Vetter
jvetter@kenyon.com

Asim Bhansali
abhansali@kvn.com

REPRESENTING INDIRECT PARTY
PLAINTIFFS (C.A. No. 05-360):

Pamela S. Tikellis
Thomas M. Sobol
Patrick E. Cafferty
Jeffery L. Kodroff
Bernard J. Persky
Michael Gottsch
A. Zachary Naylor

Robert Davis
Brian Clobes
Michael Tarringer
Tim Fraser
David Nalven
Greg Matthews
Christopher McDonald
Kellie Safar
Ted Lieverman
Pat Howard
tricolor@chimicles.com

Michael I. Silverman
mike@silverman-mcdonald.psemail.com

Lynn A. Iannone
lynn@silverman-mcdonald.psemail.com

Patrick Francis Morris
pmorris@morrisandmorrislaw.com

REPRESENTING TEVA
PHARMACEUTICALS (C.A. No. 02-1512):

Josy W. Ingersoll
Bruce M. Gagala
Karen E. Keller
Christopher T. Holding
Ken Cohen
Elaine Blais
tricolor@ycst.com

REPRESENTING ABBOTT (ALL CASES):

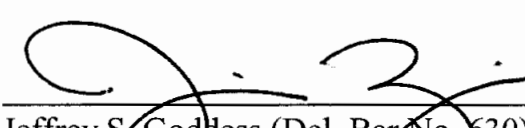
Mary B. Graham
tricolor@mnat.com

William F. Cavanaugh
wfcavanaugh@pbwt.com

Chad J. Peterman
cjpeterman@pbwt.com

REPRESENTING FOURNIER (ALL CASES):

Frederick L. Cottrell, III
Anne Shea Gaza
Steven S. Sunshine
Matthew P. Hendrickson
Bradley J. Demuth
Maggie DiMoscato
Timothy C. Bickham
tricolor@rlf.com



Jeffrey S. Goddless (Del. Bar No. 630)
Jessica Zeldin (Del. Bar No. 3558)
Rosenthal, Monhait & Goddless, P.A.
Suite 1401, 919 Market Street
P. O. Box 1070
Wilmington, DE 19899-1070
(302) 656-4433
jgoddess@rmgglaw.com
jzeldin@rmgglaw.com